

EXHIBIT D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Retrophin, Inc. Securities Litigation

Case No.: 1:14-cv-08376-PKC

CLASS ACTION

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION,
MOTION FOR ATTORNEYS' FEES AND EXPENSES,
AND SETTLEMENT FAIRNESS HEARING

TO: All persons or entities who purchased or otherwise acquired the securities of Retrophin, Inc. between June 13, 2013 and September 30, 2014.

A hearing (the "Settlement Hearing") shall be held before the Honorable P. Kevin Castel of the Southern District of New York at the Daniel Patrick Moynihan United States Courthouse, Courtroom ____, 500 Pearl St., New York, NY 10007-1312, on _____. At the Settlement Hearing, the Court will consider whether: (1) to permanently certify a class (the "Class"), for settlement purposes only, consisting of all persons or entities who purchased or otherwise acquired the securities of Retrophin, Inc. (the "Company" or "Retrophin") between June 13, 2013 and September 30, 2014 (the "Class Period"); (2) to approve as fair, reasonable, and adequate the proposed settlement of this action (the "Action") in exchange for \$3,000,000; (3) to dismiss with prejudice the Action and to enter judgment releasing the Settled Claims against the Defendants and Released Parties; and (4) to approve the application of Lead Counsel for payment of attorneys' fees, reimbursement of costs and expenses, and payment of a Compensatory Award to the Lead Plaintiff.

If you purchased or otherwise acquired Retrophin securities during the Class Period, **you will be bound by the Settlement** unless you send a letter stating that you "request exclusion from the Class in the Retrophin Securities Litigation" by _____ to: *In re Retrophin, Inc., Securities Litigation*, c/o Strategic Claims Services, Claims Administrator, P.O. Box ____, 600 N. Jackson Street, Suite 3, Media, PA 19063.

If you are a Class Member and do not exclude yourself, you can object to the Settlement by filing a signed letter with the Court saying that you object to the proposed Settlement in the *In re Retrophin Securities Litigation*. Your objection must be filed with the Court and mailed or delivered to each of the following addresses such that it is received **no later than** _____:

COURT	LEAD COUNSEL	SETTLING DEFENDANTS' COUNSEL
Clerk of the Court United States District Court Southern District of New York Daniel Patrick Moynihan United States Courthouse 500 Pearl St. New York, NY 10007-1312	Jeremy A. Lieberman Murielle Steven Walsh POMERANTZ LLP 600 Third Avenue 20th Floor New York, NY 10016	Ian Ross Shapiro COOLEY LLP 1114 Avenue of the Americas New York, NY 10036 <i>Counsel for Defendants Retrophin, Inc., Steve Richardson, Stephen Aselage, and Cornelius Golding</i> Andrew Todd Solomon SULLIVAN & WORCESTER LLP 1633 Broadway, 32nd Floor New York, NY 10019 <i>Counsel for Defendant Marc L. Panoff</i> Elissa J. Preheim ARNOLD & PORTER LLP 601 Massachusetts Ave, N.W. Washington, DC 20001 <i>Counsel for Defendant Martin Shkreli</i>

Any objection must include: (1) a written notice of an intention to appear (if you intend to appear); (2) proof of ownership of Retrophin securities and membership in the Class; (3) a detailed statement of your objections to any matters before the Court; and (4) the grounds therefor or the reasons that wish to appear and be heard, as well as all documents or writings you wish the Court to consider.

For copies of the complete settlement documents, please visit the Claims Administrator's website at http://_____ or contact the Claims Administrator toll-free at (800) _____.

Any questions regarding the Settlement should be directed to Lead Counsel. **Please do not contact the Court or the Clerk's Office or Defendants' Counsel regarding this Notice.**

Dated: _____

BY ORDER OF THE COURT
 UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK